

UNITED STATES DISTRICT COURT  
DISTRICT OF NEW HAMPSHIRE

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MILFORD-BENNINGTON RAILROAD CO., )  
INC. )  
Plaintiffs, ) Docket No. 1:10-cv-00264-PB  
v. )  
PAN AM RAILWAYS, INC., )  
BOSTON AND MAINE CORPORATION, and )  
SPRINGFIELD TERMINAL RAILWAY )  
COMPANY )  
Defendants. )  
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)

**DECLARATION OF ROBERT B. CULLIFORD**

I, Robert B. Culliford, do hereby declare and state the following under the pains and penalties of perjury:

1. I am the Senior Vice President and General Counsel of Pan Railways, Inc. (“Pan Am”)
2. I have direct knowledge of the internal investigation by Pam Am’s subsidiary Springfield Terminal Railway Company (“ST”) into the October 22, 2009 accident involving plaintiff’s railway car (the “Accident”).
3. Through discussions with those involved, I have direct knowledge of the hearings conducted by ST on November 10, 2009, May 7, 2010, or October 29, 2010.
4. Through discussions with those involved, I have direct knowledge of the procedures followed by ST in connection with these hearings, the handling of testimony and exhibits at the hearings, and the findings made as a result of each of the three hearings.

5. I also have direct knowledge of the decision in regard to the penalties imposed on Mr. Leishman. I advised Railroad Personnel involved in the internal investigation of ST regarding the potential remedies available to ST under its Trackage Rights Agreement with Milford-Bennington Railroad, Co., Inc.

6. David A. Fink was not involved in the internal investigation by Pan Am into the accident, the hearings, or the decision to impose penalties on Mr. Leishman.

7. David A. Fink provided me with letters that he received from Mr. Leishman over several years regarding proposed agreements between ST and MBRR as well as settlement terms in this litigation and instructed me to handle ST's response to those letters.

8. I am willing to be deposed in this matter and do not intend to invoke the attorney-client privilege in responding to questions at the deposition about my role in, and knowledge of, the investigation, hearings and resulting remedies pursued by ST in connection with the Accident.

Signed under the pains and penalties of perjury this 26<sup>th</sup> day of September, 2011.

/s/ Robert B. Culliford  
Robert B. Culliford